

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
DELPHI CORP., <i>et al.</i> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(jointly administered)
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**ORDER AUTHORIZING THE DELPHI JOINT FEE REVIEW COMMITTEE
TO RETAIN LEGAL COST CONTROL AS FEE AND EXPENSE ANALYST
PURSUANT TO SECTIONS 327(a) AND 328 OF THE BANKRUPTCY CODE**

Upon the application (the “Application”) and the Supplement to the Application (the “Supplement”) of the Delphi Joint Fee Review Committee (the “Fee Committee”) for an order, pursuant to sections 327(a), 328, 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), authorizing the Fee Committee to retain Legal Cost Control, Inc. (“LCC”) as a fee and expense analyst in the above-captioned cases; and upon the affidavit of John J. Marquess, annexed to the Application as Exhibit B; and notice of the Application having been given as set forth in the Application; and it appearing that such notice is due and sufficient and that no further or other notice is required; and the Court being satisfied that LCC does not hold or represent an interest adverse to the Debtors’ estates and that LCC is a “disinterested person” as such term is defined under section 101(14), as modified by section 1107(b), of the Bankruptcy Code, and that the employment of LCC is necessary and in the best interests of the Fee Committee and these cases; and the Court having reviewed the Application and having heard the statements in support of the relief requested therein at a hearing before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing

therefor, it is hereby

ORDERED, that subject to the terms and conditions of this Order, the Application is granted; and it is further

ORDERED that the Fee Committee is authorized to employ LCC as its fee and expense analyst pursuant to the Statement of Engagement on the terms and conditions set forth in the Application, the Supplement, this Order, and the Statement of Engagement; and it is further

ORDERED, that to the extent that the terms of the Statement of Engagement, the Application, or the Supplement are inconsistent with this Order, the terms of this Order shall control; and it is further

ORDERED that LCC shall file interim and final fee applications pursuant to 11 U.S.C. §§ 330 and 331, the applicable Federal Rules of Bankruptcy Procedure, Local Rules and Orders of this Court; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
August 17, 2006

/s/Robert D. Drain
ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE